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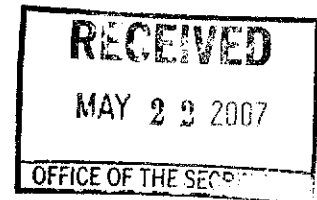
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May 18, 2007

VIA OVERNIGHT MAIL

Nancy M. Morris
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090



Re: File No.: SR-NASDAQ-2006-065

Dear Ms. Morris:

We are writing on behalf of NYPPEXTM, which owns and operates a broker-dealer that is a member of the NASD. Its primary business involves the matching of buy and sell orders for restricted securities in private companies and restricted interests in private partnerships on behalf of institutions, investment advisers and broker-dealers. NYPPEXTM enables qualified investors to enter orders or indications of interest and privately transfer illiquid restricted securities efficiently.

We appreciate the opportunity to comment on NASDAQ filing File No.: SR-NASDAQ-2006-065; Release 34-55669. It has been reported that last year, \$162 billion of capital was raised through private placements, more than all the public offerings on the New York Stock Exchange, American Stock Exchange and NASDAQ combined.¹

We believe that NASDAQ's proposal will substantially improve the liquidity in the market for securities issued pursuant to Rule 144A under the Securities Act of 1933 without decreasing investor protection. We believe that this proposal has the potential to increase the number of

¹ Reuters UK May 8, 2007 NASDAQ see private placement portal by June.

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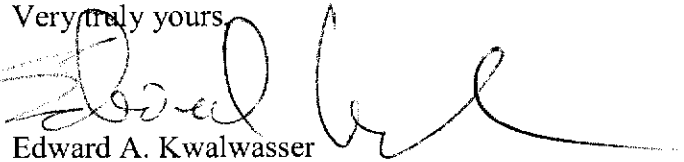
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qualified investors willing to invest in such offerings, and therefore to lower the cost of such issuances.

We support NASDAQ's proposal to revise Portal and to increase its efficiency and recommend that it be approved by the Commission.

Very truly yours

A handwritten signature in black ink, appearing to read "Edward A. Kwalwasser", with a long horizontal flourish extending to the right.

Edward A. Kwalwasser

EK/nl